



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 August 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Aidigong Maternal & Child Health Limited

Date Submitted: 04 September 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	00286	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	2,000,000,000	HKD	0.4	HKD	800,000,000	
Increase / decrease (-)	0			HKD		
Balance at close of the month	2,000,000,000	HKD	0.4	HKD	800,000,000	

2. Class of shares	Preference shares	Type of shares	A	Listed on the Exchange (Note 1)	No	
Stock code (if listed)	N/A	Description	Convertible Preference Shares			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	10,000,000	HKD	0.4	HKD	4,000,000	
Increase / decrease (-)				HKD		
Balance at close of the month	10,000,000	HKD	0.4	HKD	4,000,000	

3. Class of shares	Preference shares	Type of shares	B	Listed on the Exchange (Note 1)	No	
Stock code (if listed)	N/A	Description	Convertible Preference Shares			

	Number of authorised/registered shares	Par value		Authorised/registered share capital	
Balance at close of preceding month	10,000,000	HKD	0.4	HKD	4,000,000
Increase / decrease (-)				HKD	
Balance at close of the month	10,000,000	HKD	0.4	HKD	4,000,000

Total authorised/registered share capital at the end of the month: HKD 808,000,000

II. Movements in Issued Shares and/or Treasury Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	00286	Description				
		Number of issued shares (excluding treasury shares)	Number of treasury shares	Total number of issued shares		
Balance at close of preceding month		147,833,832	0	147,833,832		
Increase / decrease (-)						
Balance at close of the month		147,833,832	0	147,833,832		

2. Class of shares	Preference shares	Type of shares	A	Listed on the Exchange (Note 1)	No	
Stock code (if listed)	N/A	Description	Convertible Preference Shares			
		Number of issued shares (excluding treasury shares)	Number of treasury shares	Total number of issued shares		
Balance at close of preceding month		4,681,647	0	4,681,647		
Increase / decrease (-)						
Balance at close of the month		4,681,647	0	4,681,647		

3. Class of shares	Preference shares	Type of shares	B	Listed on the Exchange (Note 1)	No	
Stock code (if listed)	N/A	Description	Convertible Preference Shares			
		Number of issued shares (excluding treasury shares)	Number of treasury shares	Total number of issued shares		
Balance at close of preceding month		4,681,647	0	4,681,647		
Increase / decrease (-)						
Balance at close of the month		4,681,647	0	4,681,647		

III. Details of Movements in Issued Shares and/or Treasury Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares		Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)			Yes	
Stock code (if listed)		00286	Description						
Particulars of share option scheme		Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	Number of new shares issued during the month pursuant thereto (A1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (A2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month	The total number of shares which may be issued or transferred out of treasury upon exercise of all share options to be granted under the scheme at close of the month
1).	Share option scheme approved on 28 June 2022	0			0				10,787,537
General Meeting approval date (if applicable) 28 June 2022									

Increase in issued shares (excluding treasury shares): _____ Ordinary shares (AA1)

Decrease in treasury shares: _____ Ordinary shares (AA2)

Total funds raised during the month from exercise of options: _____

(B). Warrants to Issue Shares of the Issuer

Not applicable

(C). Convertibles (i.e. Convertible into Shares of the Issuer)

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes		
Stock code (if listed)	00286	Description					
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month	Amount at close of the month	Number of new shares issued during the month pursuant thereto (C1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (C2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month
1). Class A Convertible Preference Shares	HKD	4,681,647	Issued	4,681,647	0	0	0
Type of the Convertibles	Preference Shares						
Stock code of the Convertibles (if listed on the Exchange) (Note 1)							
Subscription/Conversion price	HKD	15.44					
General Meeting approval date (if applicable)	30 December 2022						
2). Class B Convertible Preference Shares	HKD	4,681,647	Issued	4,681,647	0	0	0
Type of the Convertibles	Preference Shares						
Stock code of the Convertibles (if listed on the Exchange) (Note 1)							
Subscription/Conversion price	HKD	21.44					
General Meeting approval date (if applicable)	30 December 2022						

Increase in issued shares (excluding treasury shares): 0 Ordinary shares (CC1)

Decrease in treasury shares: 0 Ordinary shares (CC2)

Remarks:

On 23 March 2023, a total of 187,265,918 Class A Convertible Preference Shares and 187,265,918 Class B Convertible Preference Shares have been allotted and issued by the Company to DYZH Holdings Limited in accordance with the terms and conditions of the Subscription Agreement. At any time during the 30-month period beginning on the first anniversary of Completion, each Convertible Preference Share may be converted into Conversion Shares as equal to the quotient of the Subscription Price divided by the then effective conversion price, resulting in an initial conversion ratio of 1:1 for each Convertible Preference Share. As a result of the Share Consolidation which became effective on 29 July 2024, every forty (40) Existing Class A Convertible Preference Shares were consolidated into one (1) Consolidated Class A Convertible Preference Share and every forty (40) Existing Class B Convertible Preference Shares were consolidated into one (1) Consolidated Class B Convertible Preference Share of par value of HK\$0.4 each in the share capital of the Company. A maximum number of 12,191,977 Ordinary Shares shall be allotted and issued upon full conversion of all the Convertible Preference Shares, which is being calculated based on the assumption that (i) each Convertible Preference Share is being converted into one Conversion Share; and (ii) the Conversion Price for Class A Convertible Preference Shares and Class B Convertible Preference Shares is HK\$15.44 and HK\$21.44, respectively. For details, please refer to the announcements dated 9 September 2022, 8 December 2022, 30 December 2022, 8 March 2023, 23 March 2023, 13 May 2024 and 26 July 2024, and the circulars dated 9 December 2022 and 10 July 2024.

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer, including Options (other than Share Option Schemes)

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	00286	Description				
Description of other agreements or arrangements			General Meeting approval date (if applicable)	Number of new shares issued during the month pursuant thereto (D1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (D2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month
1).	<p>The Company and Hongchang International Investment Limited entered into the incentive agreement dated 27 October 2020 in which the Company would issue up to 200,000,000 incentive shares of the Company at issue price of HK\$0.55 per incentive share. The incentive shares will be issued and allotted pursuant to the specific mandate approved by the shareholders at the special general meeting convened on 28 December 2020, subject to the terms of the relevant incentive agreement. For details, please refer to the announcement of the Company dated 27 October 2020 and the circular of the Company dated 8 December 2020.</p> <p>On 29 July 2024, the total number of shares which may be issued or transferred out of treasury upon exercise to be granted under the scheme had been adjusted as a result of the share consolidation. For details, please refer to the circular of the Company dated 10 July 2024 and the announcement of the Company dated 26 July 2024.</p>		28 December 2020	0	0	1,250,000

2. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	00286	Description				
Description of other agreements or arrangements			General Meeting approval date (if applicable)	Number of new shares issued during the month pursuant thereto (D1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (D2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month
1).	<p>Grant of 63,500,000 award shares pursuant to the Share Award Scheme as approved on 30 August 2018. For details, please refer to the announcement of the Company dated 12 November 2021, the circular of the Company dated 15 August 2018 and the poll results announcement of the Company dated 30 August 2018.</p> <p>As a result of the Share Consolidation, immediately upon the Share Consolidation becoming effective on Monday, 29 July 2024 and pursuant to (i) the relevant terms and conditions of the Share Award Scheme; (ii) Rule 17.03(13) of the Listing Rules and (iii) the Supplementary Guidance on Adjustments to the Exercise Price and Number of Share Options under the Listing Rule Requirements dated 5 September 2005 (the "Supplementary Guidance"), the Share Consolidation will lead to adjustment to the exercise prices of the outstanding award granted by the Company to HK\$32.00 per consolidated share and the number of Consolidated Shares falling to be issued upon the exercise of the outstanding award has been adjusted to 1,587,500 shares. For details, please refer to the circular of the Company dated 10 July 2024 and the announcement of the Company dated 26 July 2024.</p>		30 August 2018	0	0	1,587,500

3. Class of shares	Ordinary shares	Type of shares	Not applicable		Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	00286	Description					
Description of other agreements or arrangements			General Meeting approval date (if applicable)	Number of new shares issued during the month pursuant thereto (D1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (D2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month	
1).	The Company has entered into the placing agreement with Beta International Securities Limited, pursuant to which, Beta International Securities Limited has conditionally agreed, as the placing agent of the Company, to procure, on a best effort basis, not less than six places to subscribe for up to 44,350,000 placing shares at the placing price of HK\$1.68 per placing share.			0	0	44,350,000	

Increase in issued shares (excluding treasury shares): _____ 0 Ordinary shares (DD1)

Decrease in treasury shares: _____ 0 Ordinary shares (DD2)

(E). Other Movements in Issued Shares and/or Treasury Shares

Not applicable

Total increase/ decrease (-) in issued shares (excluding treasury shares) during the month (i.e. Total of AA1 to EE1):	0	Ordinary shares
Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2):	0	Ordinary shares

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

Pursuant to Main Board Rule 13.25C / GEM Rule 17.27C, we hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued, or the treasury shares sold or transferred by the issuer during the month as set out in Parts III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and carried out in compliance with all applicable listing rules, laws and other regulatory requirements and, insofar as applicable:

(Note 4)

- (i) all money due to the listed issuer in respect of the issue of securities, or sale or transfer of treasury shares has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 5);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with all other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue, sale or transfer;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Wong Wing Cheung

Title: Company Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. The Exchange refers to The Stock Exchange of Hong Kong Limited.
2. In the case of repurchase of shares (shares repurchased and cancelled) and redemption of shares (shares redeemed and cancelled), "date of event" should be construed as "cancellation date".
In the case of repurchase of shares (shares held as treasury shares), "date of event" should be construed as "date on which shares were repurchased and held by the issuer in treasury".
3. The information is required in the case of repurchase of shares (shares repurchased for cancellation but not yet cancelled) and redemption of shares (shares redeemed but not yet cancelled). Please state the number of shares repurchased or redeemed during the month or in preceding month(s) but pending cancellation as at close of the month as a negative number.
4. Items (i) to (viii) are suggested forms of confirmation. The listed issuer may amend the item(s) that is/are not applicable to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, or the treasury shares sold or transferred, no further confirmation is required to be made in this return.
5. "Identical" means in this context:
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.